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**USDC SDNY  
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ELECTRONICALLY FILED  
DOC #:  
DATE FILED: DEC 19 2013**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,  
Debtors.

)  
)  
) Civ. A. No. 13-8024 (KBF)  
)  
) Bankr. No. 12-12020 (MG)  
)  
)

**STIPULATION OF DISMISSAL OF APPEAL FROM THE  
BANKRUPTCY COURT PURSUANT TO BANKRUPTCY RULE 8001(c)(2)**

WHEREAS, on September 13, 2013, the United States Bankruptcy Court for the Southern District of New York entered a *Memorandum Opinion and Order, and Findings of Fact and Conclusions of Law, Approving the FGIC Settlement Motion* [Bankruptcy Dkt. No. 5042] (the "Decision"), in the jointly administered Chapter 11 cases entitled *In re Residential*

*Capital, LLC, et al.*, Case No. 12-12020 (MG) (Bankr. S.D.N.Y) (the “ResCap Chapter 11 Cases”); and

WHEREAS, on September 20, 2013, the United States Bankruptcy Court for the Southern District of New York entered an *Order Granting Debtors’ Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval Of the Settlement Agreement Among FGIC, The Debtors, The Trustees and the Institutional Investors* [Bankruptcy Dkt. No. 5125] (the “Order”), in the ResCap Chapter 11 Cases; and

WHEREAS, on October 4, 2013, the Ad Hoc Group of Junior Secured Noteholders filed a Notice of Appeal pursuant to 18 U.S.C. § 158(a) from the Decision and the Order; and

WHEREAS, on December 4, 2013, this Court entered an Order setting a briefing schedule in connection with this appeal; and

WHEREAS, the Ad Hoc Group of Junior Secured Noteholders, the Debtors in the ResCap Chapter 11 Cases and other parties have entered into a settlement agreement, which was incorporated into a Second Amended Joint Chapter 11 Plan (the “Plan”) and approved by the Bankruptcy Court on December 11, 2013, pursuant to an *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Bankruptcy Dkt. No. 6065] (the “Confirmation Order”), in the ResCap Chapter 11 Cases; and

WHEREAS, the Plan and Confirmation Order resolves any and all issues raised by this appeal.

WHEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned counsel, that pursuant to Federal Rule of Bankruptcy Procedure 8001(c)(2), this

appeal be dismissed with prejudice, with each party to bear its own costs and expenses in connection with these actions.

New York, New York

Dated: 12/16/13

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*Counsel for the Ad Hoc Group of Junior Secured Noteholders, as Appellant*

SO ORDERED this 18 day of December 2013

*K.B. Forrest*  
THE HONORABLE KATHERINE B. FORREST  
UNITED STATES DISTRICT JUDGE

*The Clerk of the Court is directed to terminate this matter.*

appeal be dismissed with prejudice, with each party to bear its own costs and expenses in connection with these actions.

New York, New York

Dated: 12/16/13

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*Counsel for the Ad Hoc Group of Junior Secured Noteholders, as Appellant*

SO ORDERED this \_\_\_\_ day of December 2013

THE HONORABLE KATHERINE B. FORREST  
UNITED STATES DISTRICT JUDGE

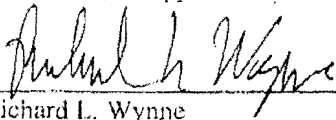
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New York, New York

Dated: 12/16/13

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*Counsel for the Ad Hoc Group of Junior Secured Noteholders, as Appellant*

SO ORDERED this \_\_\_\_ day of December 2013

THE HONORABLE KATHERINE B. FORREST  
UNITED STATES DISTRICT JUDGE

